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FILED  
JAN -4 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 2, 2001

Secretary of State  
Division of Corporations  
Post Office 6327  
Tallahassee, Florida 32314

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-01/04/01--01061--015  
\*\*\*\*78.75 \*\*\*\*78.75

Re: Articles of Incorporation of  
James and Harris, C.P.A.'s, P.A.

Dear Madam:

Please find enclosed for filing the original and one (1) copy of the Articles of Incorporation of James and Harris, C.P.A.'s, P.A., together with our firm check in the amount of \$78.75 in payment of the filing fee and the cost of a certified copy. Please note that the effective date is January 1, 2001.

The certified copy is to be returned to me.

Sincerely yours,

*Ronald D. Fairchild*

Ronald D. Fairchild

RDF/sg  
Enclosures

09.01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JAMES and HARRIS, C.P.A.'s, P.A.

ARTICLE I. NAME

The name of this Corporation is:

JAMES and HARRIS, C.P.A.'s, P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To render accounting services by certified public accountants licensed to practice in the State of Florida, and the lease or purchase of such real and personal property as is ancillary to the rendering of such professional services;

To invest funds in real estate, mortgages, stocks, bonds, or any other type of investment;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business;

To redeem, purchase, retain, sell and transfer its own capital stock;

To create employee benefit plans and trusts incidental thereto; and

To do all other acts and to enter into all other transactions legally permitted and incident to any and all of the foregoing.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin existence on January 1, 2001, and it shall exist perpetually thereafter.

ARTICLE V. ADDRESS

The initial registered address of the principal office of this corporation in the State of Florida is 857 South Edgewood Avenue, Jacksonville, Florida 32205. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the director, but shall never be less than one (1), nor more than five (5) in number.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Charles E. Bone	857 South Edgewood Avenue Jacksonville, Florida 32205
John R. Pridgen	857 South Edgewood Avenue Jacksonville, Florida 32205

ARTICLE VIII. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Charles E. Bone	857 South Edgewood Avenue Jacksonville, Florida 32205
John R. Pridgen	857 South Edgewood Avenue Jacksonville, Florida 32205

ARTICLE IX. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, are as follows:

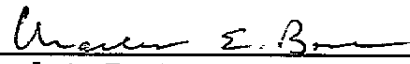
<u>Name</u>	<u>Address</u>
Charles E. Bone	857 South Edgewood Avenue Jacksonville, Florida 32205

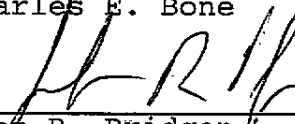
ARTICLE X. AMENDMENTS, BY-LAWS AND OFFICERS

1. These Articles of Incorporation may be amended in the manner from time to time provided by law.
2. The initial by-laws of this corporation shall be adopted by the first board of directors. The by-laws may be amended from time to time as provided therein.
3. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.
4. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form. It shall not be required that all of the directors of the corporation or the officers of the corporation elected by the directors also be stockholders in the corporation.

ARTICLE XI. OWNERSHIP OF CAPITAL STOCK

No stock in this corporation shall be issued to anyone other than an individual who is a certified public accountant licensed to practice in the State of Florida.

  
\_\_\_\_\_  
Charles E. Bone

  
\_\_\_\_\_  
John R. Pridgen

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED:

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In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First, that JAMES and HARRIS, C.P.A.'s, P.A., desiring  
to organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation  
at City of Jacksonville, County of Duval, State of Florida, has  
named Charles E. Bone, 857 South Edgewood Avenue, Jacksonville,  
Florida 32205, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above-stated corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and agree  
to comply with the provisions of said Act relative to keeping  
open said office.

Charles E. Bone  
Charles E. Bone  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA